

**UNITED STATES DISTRICT COURT  
DISTRICT OF MAINE**

ALEXANDER G. BALDWIN,

Plaintiff

vs.

JOHN W. BADER, STEVEN P. BOULET,  
MICHAEL L. BROUSSEAU, SCOTT F.  
HALL, ROGER H. POULIN, and JOHN A.  
POWELL,

Defendants

Docket No.: 2:07-cv-00046-DBH

**FINAL JUDGMENT**

In this action, Plaintiff sought rescission of, or damages resulting from, two transactions in which Defendants received shares of WahlcoMetroflex, Inc. (“Wahlco” or the “Company”) as consideration for providing personal guarantees to secure financing for the Company. In the first transaction, Defendants received shares in January 2006 (“Initial Guaranty Shares”) as consideration for personal guarantees they provided to a lender in August 2005. In the second transaction, Defendants received shares in January 2007 (“Additional Guaranty Shares”) as consideration for personal guarantees they provided for another loan from the same lender that month. Plaintiff alleges in his one count Complaint that Defendants breached fiduciary duties they owed to him as a shareholder of the Company by issuing themselves Initial Guaranty Shares and Additional Guaranty Shares.

In accordance with the Court’s decision on the parties’ cross-motions for summary judgment, and the parties’ Joint Motion as to Stipulated Facts and for Entry of Final Judgment, Final Judgment is HEREBY ENTERED in Defendants’ favor with respect to the issuance of

Initial Guaranty Shares, and any of Plaintiff's claims relating thereto. Final judgment is HEREBY ENTERED in Plaintiff's favor, in the amount of \$70,413.93, with respect to the issuance of Additional Guaranty Shares and Plaintiff's claims relating thereto. Judgment is entered without prejudice to any party's right of and on appeal.

Dated this 21<sup>st</sup> day of November 2008

/s/ D. Brock Hornby  
D. Brock Hornby  
United States District Court Judge